



P.O. Box 404 • Conshohocken, PA 19428 • (215) 275-2066

2215 Sanders
Suite 370
Northbrook, IL 60062
(312) 272-8350

RECORDATION NO. 13371- Filed 1425

JAN 25 1984 -9 25 AM

INTERSTATE COMMERCE COMMISSION

4-025A021

January 19, 1984

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. _____

Date JAN 25 1964

Fee \$ 10.00

ICC Washington, D.C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are two originals of the Amendment to Lease Agreement, a secondary document, under the Lease Agreement dated August 15, 1980.

The primary document to which this is connected is recorded under the Recordation Number 13571.

The names and addresses of the parties to the enclosed documents are:

Lessor: Upper Merion and Plymouth Railroad Company
Box 404, 23 River Road
Conshohocken, Pennsylvania 19428

Lessee: Southwestern Illinois Coal Corporation
(Arch of Illinois, Inc. formerly)
500 North Broadway
St. Louis, Missouri 63102

A general description of the railroad equipment covered by the enclosed documents is, as follows:

Twenty-five (25) one hundred - ton open top
hopper cars bearing the reporting mark and numbers
UMPX.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

Mr. James H. Bayne
Interstate Commerce Commission
January 19, 1984
Page 2

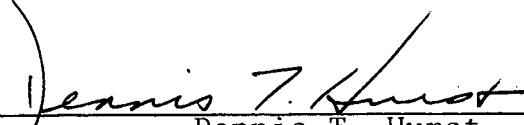
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Company, and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion and Plymouth Railroad Company

By


Dennis T. Hurst

DTH/rlm

Enclosures

SENT VIA: Certified Mail

Interstate Commerce Commission
Washington, D.C. 20423

1/25/84

OFFICE OF THE SECRETARY

Sharon Schumacher
Funding Systems Railcars
2215 Sanders Rd. Suite 370
Northbrook, Ill. 60062

Dear **MS. Schumacher:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **1/25/84** at **9:25am** and assigned re-recording number(s). **13571-D**

Sincerely yours,


JAMES H. BAYNE

Secretary

Enclosure(s)

AMENDMENT

RECORDATION NO. 13571-2 Filed 1425

JAN 25 1984 -9 25 AM

TO

INTERSTATE COMMERCE COMMISSION

LEASE AGREEMENT

Dated as of August 15, 1980

Between

Upper Merion and Plymouth Railroad Company,
as Lessor

AND

Arch of Illinois, Inc., formerly
Southwestern Illinois Coal Corporation
as Lessee

(109) ONE HUNDRED NINE

ONE HUNDRED - TON

OPEN TOP HOPPER
CARS

AMENDMENT TO
LEASE AGREEMENT

THIS AMENDMENT is dated as of the 21st day of November, 1983 and amends that certain Lease Agreement dated as of August 15, 1980 between Upper Merion and Plymouth Railroad Company (the "Lessor") and Southwestern Illinois Coal Corporation (the "Lessee").

Arch of Illinois, Inc., formerly

WHEREAS the parties hereto are parties to the Lease Agreement which was filed with the Interstate Commerce Commission at Recordation Number 13571 on February 26, 1982; and

WHEREAS, the parties hereto now desire to amend the Lease Agreement as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment: The Lease Agreement covers certain open top hopper cars (the "Equipment") more fully described on a Schedule and Amendments to the Lease Agreement. The following items of Equipment shall be removed from the Schedule and Amendments thereto and no longer be subject to the terms and conditions of the Lease Agreement:

Items of Equipment bearing
the identification number:

UMPX 6720	UMPX 6756	UMPX 6772	UMPX 6803
UMPX 6724	UMPX 6759	UMPX 6784	UMPX 6804
UMPX 6731	UMPX 6762	UMPX 6787	UMPX 6810
UMPX 6733	UMPX 6767	UMPX 6788	UMPX 6812
UMPX 6736	UMPX 6768	UMPX 6796	UMPX 6818
UMPX 6738	UMPX 6769	UMPX 6801	
UMPX 6745	UMPX 6770		

The following items of Equipment have been substituted and shall become a part of the Schedule and subject to the terms and conditions of the Lease Agreement:

Items of Equipment bearing
the identification number:

UMPX 6820	UMPX 6855	UMPX 6935	UMPX 7078
UMPX 6822	UMPX 6856	UMPX 7002	
UMPX 6823	UMPX 6858	UMPX 7005	
UMPX 6826	UMPX 6859	UMPX 7014	
UMPX 6840	UMPX 6891	UMPX 7033	
UMPX 6844	UMPX 6902	UMPX 7038	
UMPX 6849	UMPX 6919	UMPX 7053	
UMPX 6850	UMPX 6920	UMPX 7066	

2. Further Modifications: Except as expressly set forth herein, the Lease Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Lessee and the Lessor have executed this Amendment as of the day and year first above written.

UPPER MERION AND PLYMOUTH RAILROAD COMPANY

ATTEST:

By

Dennis T. Hurst
Title: EVP - FINANCE

Sharon L. Schumacher

ARCH OF ILLINOIS, INC., formerly
SOUTHWESTERN ILLINOIS COAL CORPORATION

ATTEST:

By

R. R. Daugherty
Title: _____

Brainerd Welch

STATE Illinois)
) ss.
COUNTY OF Cook)

On this 23rd day of December, 1988, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, says that he/she is Executive Vice President - Finance of Upper Merion and Plymouth Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca L. Maughan
Notary Public

[Notarial Seal]

My commission expires:

Arch of Illinois, Inc., formerly

STATE OF MISSOURI)
CITY ST. LOUIS)
~~XXXXXX~~ OF ST. LOUIS)

ss.

On this 4th day of January, 1984, before me personally appeared R. E. Samples, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of Southwestern Illinois Coal Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ruth A. Olney
Notary Public

RUTH A. OLNEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS CO
MY COMMISSION EXPIRES FEB 15 1985

[Notary Seal]

My commission expires:

February 15, 1985